

RAILEASE

Inc
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206) 455-7400

RECORDATION NO. 12767 Filed 1425 B

MAR 3 1982 3 15 PM

2-062A131

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. MAR 3 1982

Date
Fee \$ 10.00

ICC Washington, D.C.

Re: RAILEASE Inc. Equipment Trust
1980 Series 3 - Amendment Agreement

Madam:

In accordance with the provisions of 49 U.S.C. § 11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Amendment Agreement to an Equipment Trust Agreement, relating to railroad cars used or intended for use in connection with interstate commerce, as follows:

Four (4) executed counterparts of an Amendment Agreement dated as of February 26, 1982 to an Equipment Trust Agreement dated as of September 30, 1980, between the CONNECTICUT BANK AND TRUST COMPANY, as Trustee, and RAILEASE Inc., a Washington corporation.

The address of RAILEASE Inc. is 777 106th Avenue NE, Bellevue, Washington 98004, and the address of THE CONNECTICUT BANK AND TRUST COMPANY is One Constitution Plaza, Hartford, Connecticut 06115.

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981 at 9:40 AM and assigned recordation number 12767. We request that the Amendment Agreement be assigned the next available letter designation under that primary number.

The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement changes the road numbers of cars WGRR 2056, 2057 and 2075 under the Equipment Trust Agreement to D&RGW 2056, 2057 and 2075, respectively.

Enclosed is a check to cover the ICC recordation fee.

You are hereby requested to return three executed counterparts of the Amendment Agreement and this letter with filing data

recorded thereon, following recordation, to the undersigned representative of RAILEASE Inc, who is delivering this letter and said enclosures to you.

Very truly yours,

RAILEASE Inc

By



Phillip E. Gladfelter
Authorized Representative

EXHIBIT A

Description of Trust Equipment

RAILEASE Inc Equipment Trust 1990 Series 3
As Amended by Amendment Agreement dated as of February 26, 1982

<u>Quantity</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Initials & Car Numbers (all inclusive)</u>
97	PACCAR Inc PC-711	60' 6" 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2055, WGRR 2058 - 2074, WGRR 2076 - 2099
100	PACCAR Inc PC-711	60' 6" 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000 - 4099
15	PACCAR Inc PC-711	60' 6" 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485 - 499
50	PACCAR Inc PC-711	60' 6" 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301 - 1350
150	PACCAR Inc PC-711	60' 6" 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101 - 1250
3	PACCAR Inc PC-711	59' 11" IL 100 ton Bulkhead Flat Cars	FB or FBS	D&RGW 2056, 2057, 2075

AMENDMENT AGREEMENT dated as of February 26, 1982, between RAILEASE Inc ("Company") and THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee ("Trustee") under an Equipment Trust Agreement dated as of September 30, 1980, between the Company and the Trustee.

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INTERSTATE COMMERCE COMMISSION

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (the "Trust Agreement") dated as of September 30, 1980 (RAILEASE Inc. Equipment Trust 1980 Series 3);

WHEREAS the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 14, 1981 at 9:40 AM, and was assigned recordation number 12767;

WHEREAS the Company desires to change the car initials and numbers of certain units of Trust Equipment referred to in the Trust Agreement, in connection with lease thereof to a different railroad lessee;

WHEREAS the Company has requested the Trustee to execute this Amendment Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.
3. Except as amended hereby, the Trust Agreement shall remain unaltered and in full force and effect.
4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

RAILEASE Inc.

[Corporate Seal]

By *J. J. J. J.*
President

Attest:

D. M. Brown
Secretary

By M. S. Smith
Authorized Officer

Attest:

Authorized Officer

[Notarial Seal]

My Commission Expires July 1, 1982

[Notarial Seal]

My Commission Expires march 30, 1983

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SCHEDULE A
Description of Trust Equipment

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Initials & Car Numbers (all inclusive)</u>
97	PACCAR Inc PC-711	60' 6" 100 ton Bulkhead Flat Cars	FB or FBS	WGRR 2000 - 2055, WGRR 2058 - 2074, WGRR 2076 - 2099
100	PACCAR Inc PC-711	60' 6" 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000 - 4099
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3	PACCAR Inc PC-711	59' 11" 100 ton Bulkhead Flat Cars	FB or FBS	D&RGW 2056, 2057, 2075

*Subject to change according to aggregate Cost and available Deposited Cash.